

LONGHORN PUBLISHERS PLC NOTICE OF 2020 ANNUAL GENERAL MEETING

TO ALL SHAREHOLDERS,

NOTICE is hereby given that the 2020 Annual General Meeting of the Company will be held via electronic communication, on Thursday, 26 November 2020 at 11:00 a.m. to transact the following business:-

ORDINARY BUSINESS

- The Secretary to read the notice convening the meeting and confirm the presence of quorum.
- To receive, consider and adopt the Financial Statements for the financial year ended 30 June 2020 together with the Chairman's Statement, and the Directors' and Auditors' reports thereon.
- To note that the Directors do not recommend the payment of a dividend in respect of the financial year ended 30 June 2020.
- To re-elect Directors:-
 - Mr Raymond Nyamweya Ondieki retires at this meeting in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - Mrs Truphosa Kwaka-Sumba retires at this meeting in accordance with the provisions of Article 96 of the Company's Articles of Association and, being eligible, offers herself for re-election.
 - Ms. Emma Miloyo retires at this meeting in accordance with the provisions of Article 98(a) of the Company's Articles of Association and, being eligible, offers herself for re-election.
- Pursuant to Section 769(1) of the Companies Act 2015, to elect the following directors, being members of the Board Audit & Risk Committee, to continue to serve as members of the Committee:-
 - Mr Ali Hussein Kassim (Chairman)
 - Mrs Truphosa Kwaka-Sumba
 - Mr Raymond Nyamweya Ondieki
 - Mr Fredrick Murimi
 - Ms Emma Miloyo
- To approve the Directors Remuneration Report for the financial year ended 30 June 2020.
- To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors by virtue of Section 721 (2) of the Companies Act, 2015 and to authorise the Directors to fix the Auditor's remuneration for the ensuing financial year.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following Resolution as a Special Resolution as recommended by the Directors:

Amendments of the Articles of Association

"That the Articles of Association of the Company be amended by inserting a new Article 54.1 immediately after Article 54 to read as follows:-

"54.1 The Directors may convene and hold a general meeting by audio/video-conferencing, telephone, closed circuit television, radio, digital or audio/visual communication, or other electronic modes, or a hybrid of any of such means ("virtual meeting"). Notwithstanding that the Members are not present together in one place at the time of the virtual meeting, a resolution passed by the Members constituting a quorum at such a meeting shall be deemed to have been passed at a General Meeting held on the day on which and at the time at which the virtual meeting was held, provided that the Chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending are able to (i) participate in the business for which the meeting has been convened; and (ii) see or hear all persons who speak."

- To consider and, if thought fit, to pass the following Resolution as a Special Resolution as recommended by the Directors:

Registration of a Subsidiary in Delaware, USA

"That the registration of a subsidiary in the United States of America in partnership with Akili Ventures LLC be and is hereby ratified.

- To consider and, if thought fit, to pass the following Resolution as a Special Resolution as recommended by the Directors:

Registration of Longhorn Greymatter SARL

"That the registration of a subsidiary in the name of Longhorn Greymatter SARL in the Democratic Republic of Congo be and is hereby ratified.

- Any other business of which due notice has been given.

BY ORDER OF THE BOARD

ENID MURIUKI (MRS)
COMPANY SECRETARY

Date: 3 November 2020

NOTES:

- Longhorn Publishers PLC has convened and is conducting the 2020 virtual Annual General Meeting (AGM) following receipt of a No Objection from the Capital Markets Authority.
- Shareholders wishing to participate in the meeting should register for the AGM by dialing *483*808# for all Kenyan telephone networks and following the various registration prompts. In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand. For assistance, shareholders should dial the following helpline number: (+254) 709 170 000 from 9:00 am to 5:00pm East African time from Monday to Friday. Any shareholder outside Kenya should send their details to longhorn2020agm@image.co.ke.

Registration for the AGM will open on **Wednesday, 4th November, 2020 at 11:00 am** and will close on **Monday, 23rd November, 2020 at 11:00 a.m.** East African time.
- In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website www.longhornpublishers.com (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 30 June 2020; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the Capital Markets Authority.
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:-
 - sending their written questions by email to agmquestions@image.co.ke; or
 - shareholders who will have registered to participate in the meeting will be able to ask questions via SMS by dialing the USSD code above and selecting the option 'Ask Question' on the prompts; or
 - to the extent possible, physically delivering their written questions with a return postal address or email address to the registered office of the Company, Longhorn Publishers Plc, Funzi Road, Industrial Area, Nairobi or to Image Registrars offices at 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
 - sending their written questions with a return postal address or email address by registered post to the Company Registrars address: Image Registrars, P. O. Box 9287, 00100 GPO, Nairobi.
- Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.
- All questions and clarifications must reach the Company on or before **Tuesday, 24th November 2020 at 11:00 a.m.** East African time. Following receipt of the questions and clarifications, the Directors of the Company will provide written responses to the return postal address or email address provided by the Shareholder no later than 12 hours before the start of the general meeting. A full list of all questions received, and the answers thereto will be

published on the Company's website not later than 12 hours before the start of the Annual General Meeting.

- In accordance with Section 298(1) of the Companies Act, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.
- A proxy form is available on the Company's website via the link: www.longhornpublishers.com. Physical copies of the proxy form are also available at the Longhorn Publishers Plc offices on Funzi Road, Industrial Area, Nairobi, or from Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to longhorn2020agm@image.co.ke or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 48 hours before the time of holding the meeting i.e. **Tuesday, 24th November, 2020 at 11:00 a.m.** East African time.

Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than **Tuesday, 24th November, 2020 at 11:00 a.m.** East African time. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than **Wednesday, 25th November, 2020** to allow time to address the issues.

- The AGM will be streamed live through a link which shall be provided to all shareholders and proxies who will have registered to participate in the Annual General Meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.

Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts. Results of the poll shall be published within 48 hours following conclusion of the AGM on the Company's website.

- Shareholders are encouraged to continue monitoring the Company's website www.longhornpublishers.com for updates relating to the AGM.